

JAN 13 '09

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SURFACE TRANSPORTATION BOARD



January 13, 2009

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated December 31, 2008 between the following parties

Assignor: CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Chicago, IL 60606

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (35) railcars, involved in this transaction.

This filing is to appear in the index as follows. Memorandum of Assignment and Assumption Agreement dated December 31, 2008 related to thirty-five (35) railcars bearing reporting marks: UCSX 2003-2099, sporadic

Please file this as a secondary document under Recordation Number 24771-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24771 through 24771-C. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 31, 2008, by and between THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation ("Assignor"), and THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor (as assignee of ICX Corporation, the assignee of The David J. Joseph Company), as Lessor, and International Paper Company, as Lessee, are parties to that certain Railroad Equipment Lease dated December 19, 2003 (the "Lease"), for thirty-five (35) railcars bearing the railroad reporting markings set forth on Schedule I.
2. The parties hereto wish to show for the public record that the Lease has been assigned by Assignor to Assignee, effective as of the date set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 1, 2008.

THE CIT GROUP/EQUIPMENT FINANCING, INC.By: Catherine A. SiglerName: Catherine A. SiglerTitle: Vice President - Operations**THE DAVID J. JOSEPH COMPANY**By: James H. GoetzName: James H. GoetzTitle: EVP + CFO

STATE OF ILLINOIS

)

) SS.

COUNTY OF COOK

)

On this 8th day of December, 2008, before me the subscriber, Rachel Moton, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Catherine Smiglen, to me personally known, who stated and acknowledged that he/she is the Vice President - Operations of The CIT Group/Equipment Financing, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of December, 2008.

Rachel Moton
(Notary Signature)

My commission expires:

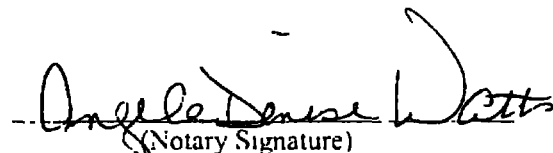
Feb 4, 2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 1st day of December, 2008 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the EVP - CEO of THE DAVID J JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of December, 2008.


(Notary Signature)

My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Thirty-five (35), 1991 railcars bearing reporting marks:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2085, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099

LEASE:

Railroad Equipment Lease dated December 19, 2003 between The David J. Joseph Company (as assigned to ICX Corporation, and further assigned to Assignor), as Lessor, and International Paper Company, as Lessee (collectively, the "Lease").